

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

HORNBLOWER HOLDINGS LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90061 (MI)
)
) (Joint Administration Requested)
) (Emergency Hearing Requested)

**EMERGENCY EX PARTE APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF OMNI AGENT
SOLUTIONS, INC. AS CLAIMS, NOTICING, AND SOLICITATION AGENT**

The debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) file this emergency *ex parte* application to employ a claims, notice, and solicitation agent (the “Application”):²

Relief Requested

1. The Debtors seek entry of an order authorizing, the Debtors to employ Omni Agent Solutions, Inc. (“Omni”) as claims, noticing, and solicitation agent in accordance with the terms and conditions set forth in the engagement letter dated November 9, 2023 (the “Engagement Letter”), attached as **Exhibit A**. The Application is supported by the *Declaration of Paul H. Deutch in Support of Debtors’ Emergency Application for Entry of an Order Authorizing the*

¹ The last four digits of Debtor Hornblower Holdings LLC’s tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

² A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Jonathan Hickman in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed substantially contemporaneously herewith and incorporated herein by reference. Capitalized terms used but not defined in this motion have the meanings ascribed to them in the First Day Declaration.

Employment and Retention of Omni Agent Solutions as Claims, Noticing, and Solicitation Agent (the “Deutch Declaration”), attached as **Exhibit B**.

2. Emergency consideration of this Application is requested to effectuate the Debtors’ transition into bankruptcy and to immediately begin providing effective notice of pleadings and orders to interested parties.

Jurisdiction and Venue

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334.

4. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Request to Employ Agent

6. The Debtors request approval to employ Agent to serve as claims, noticing, and solicitation agent in their chapter 11 cases to provide the services outlined in the Engagement Letter. The Debtors believe that Omni’s employment is in the best interest of the estates.

7. Omni’s rates are competitive and reasonable, and has the expertise required in a complex chapter 11 case.

8. The Debtors request this Court authorize Omni’s employment.

Compensation

9. The Debtors request that Omni’s fees and expenses be paid as an administrative expense in the ordinary course of the Debtors’ business without further application or order of the Court. Should a dispute develop, the matter will be brought to the Court for resolution. Omni agrees to maintain records of all services showing dates, categories of services, fees charged, and expenses incurred.

10. Omni will provide a monthly invoice to the Debtors, Debtors' counsel, the U.S. Trustee, counsel for any official committee, and any party-in-interest who specifically requests service of the monthly invoices.

11. Prior to the Petition Date, the Debtors provided Omni an advance in the amount of \$40,000. Agent will apply these funds in accordance with the Engagement Letter.

Indemnification

12. The Debtors have agreed to indemnify Omni as set forth in the Engagement Letter. Notwithstanding anything to the contrary, Omni will not be indemnified for liability arising out of gross negligence, willful misconduct, and certain other matters identified in the proposed order.

Disinterestedness

13. Omni has reviewed its conflicts system to determine whether it has any relationships with the Debtors' creditors and parties-in-interest. Except as disclosed in the Deutch Declaration, Omni represents that it neither holds nor represents any interest materially adverse to the Debtors' estates in connection with any matter on which it would be employed. To the best of the Debtors' knowledge, Omni is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. Omni agrees that it will supplement its disclosure to the Court if any facts or circumstances are discovered that would require such additional disclosure.

The Debtors request that the Court grant the relief requested in this Application.

[Remainder of page intentionally left blank]

February 21, 2024

Respectfully submitted,

By: /s/John F. Higgins

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*Proposed Counsel to the Debtors and
the Debtors in Possession*

Certificate of Service

I certify that on February 21, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins

John F. Higgins